



# ALL-NEW GUARDIANS OF THE GALAXY<sup>®</sup> ANNUAL

BOWERS › SIMS › BEYRUTH › BONVILLAIN



by DINA  
2.17

#1

MARVEL





BLACK SHEEP, SCOUNDRELS, WEIRDOS: PETER QUILL--A.K.A. STAR-LORD--DRAX THE DESTROYER, GAMORA, ROCKET RACCOON, AND GROOT LEARNED TO LOOK AFTER THEIR OWN INTERESTS, THEN DISCOVERED THEY COULD NOT STAND BY WHEN THE UNIVERSE WAS IN PERIL. THEY HAVE NO OFFICIAL JURISDICTION, BUT IF YOU'RE IN TROUBLE (OR YOU'VE GOT A LINE ON A SCORE) IN THE MILKY WAY, YOU CAN CALL THE...

*All-New*

# GUARDIANS of the GALAXY

## Annual



A COSMIC CUBE TRANSFORMED CAPTAIN AMERICA INTO THE ULTIMATE HYDRA SLEEPER AGENT--AND AFTER MONTHS OF SCHEMING AND MANIPULATION, THE UNITED STATES IS NOW UNDER HYDRA'S AUTHORITARIAN CONTROL. MANY OF EARTH'S MOST POWERFUL HEROES ARE STRANDED BEYOND A PLANETARY DEFENSE SHIELD, AT THE MERCY OF A CHITAU RI INVASION.

FOLLOWING THE CHITAU RI'S OPENING SALVO, EARTH'S SPACEFARING HEROES WERE RAGGED AND IN DESPERATE NEED OF A WAY THROUGH THE SHIELD. WHILE CAPTAIN MARVEL HELD THE LINE AGAINST WAVE AFTER WAVE OF CHITAU RI AGGRESSORS, THE GUARDIANS OF THE GALAXY TRAVELED TO DEEP SPACE IN SEARCH OF SOME WAY TO DISABLE THE FORCE FIELD.

WRITERS CHAD BOWERS & CHRIS SIMS ARTIST DANILO S. BEYRUTH COLOR ARTIST TAMRA BONVILLAIN

LETTERING VC'S CORY PETIT LOGO & DESIGN MANNY MEDEROS

COVER ARTIST DAVID NAKAYAMA VARIANT COVER ARTISTS DAN MORA & DAVE McCAIG

ASSISTANT EDITOR KATHLEEN WISNESKI EDITOR DARREN SHAN CONSULTING EDITOR JORDAN D. WHITE

EDITOR IN CHIEF AXEL ALONSO CHIEF CREATIVE OFFICER JOE QUESADA PRESIDENT DAN BUCKLEY EXECUTIVE PRODUCER ALAN FINE





"WE ASKED THE BIG GUYS FIRST."

"...AND NOW THERE'S A **FORCE FIELD** AROUND EARTH. IT'S KEEPING US OUT AND EVERYBODY ELSE IN. AND THE CHITAUURI JUST KEEP COMING! THEY WON'T **STOP** UNTIL--"

"FIGURED WITH THEM ON OUR SIDE, HOW COULD ANYONE TURN US DOWN?"

NO.

"IT WAS A LONG SHOT."

**KAKARANTHARA:**  
HOMEWORLD OF THE MAKLUANS.



**LIGRA:**  
HOMEWORLD OF THE LION-PEOPLE.

"SO WE MOVED ON TO THE WARRIORS."

"YOU HAVE HONORED ME WITH GREAT COMBAT THIS DAY, **GAMORA**."

"BUT NO. I REFUSE TO AID THE PEOPLE OF EARTH."

**KYMELLIA III:**  
HOMEWORLD OF THE KYMELLIAN SORCERERS.

"THEN WE TRIED TO GET THE SCIENTISTS."

NAY.

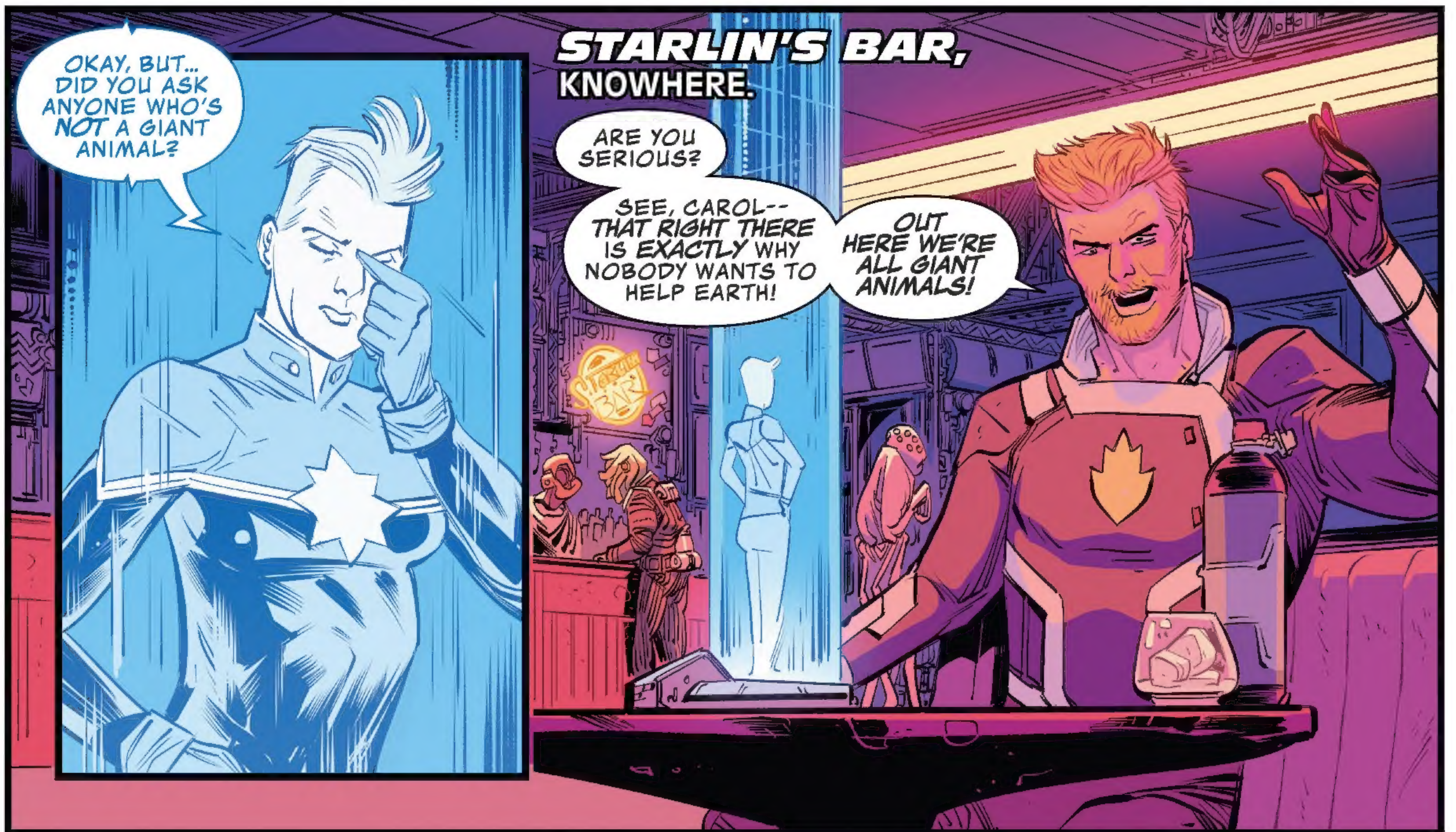
**NEW HALFWORD:**  
HOME OF...WHO EVEN KNOWS?

"AFTER THAT, WE GOT PRETTY DESPERATE."

NUH-UH, NO WAY, MAC.

NOT EARTH. NOT EVAH.





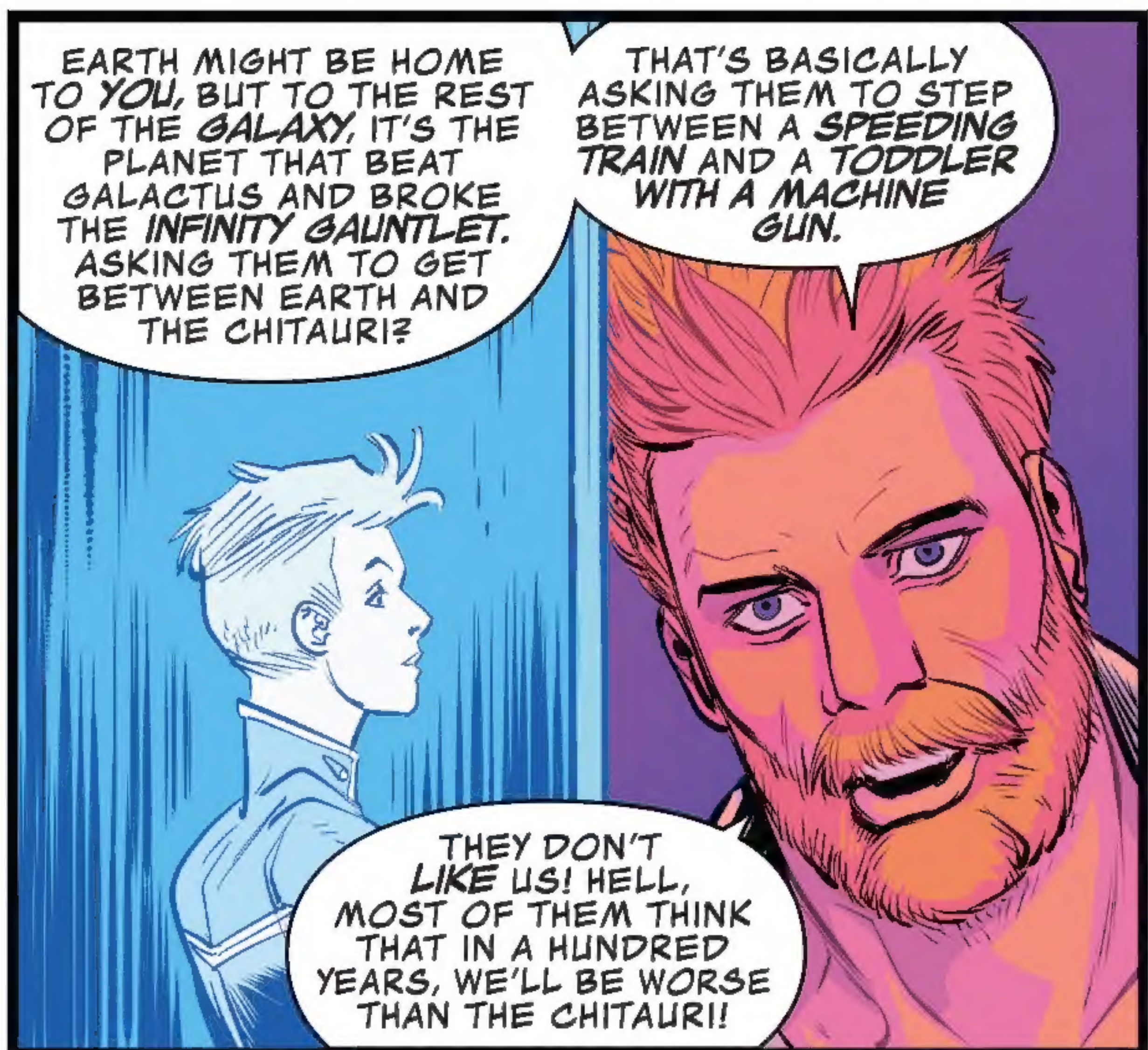
OKAY, BUT... DID YOU ASK ANYONE WHO'S NOT A GIANT ANIMAL?

**STARLIN'S BAR, KNOWHERE.**

ARE YOU SERIOUS?

SEE, CAROL-- THAT RIGHT THERE IS EXACTLY WHY NOBODY WANTS TO HELP EARTH!

OUT HERE WE'RE ALL GIANT ANIMALS!



EARTH MIGHT BE HOME TO YOU, BUT TO THE REST OF THE GALAXY, IT'S THE PLANET THAT BEAT GALACTUS AND BROKE THE INFINITY GAUNTLET. ASKING THEM TO GET BETWEEN EARTH AND THE CHITAUURI?

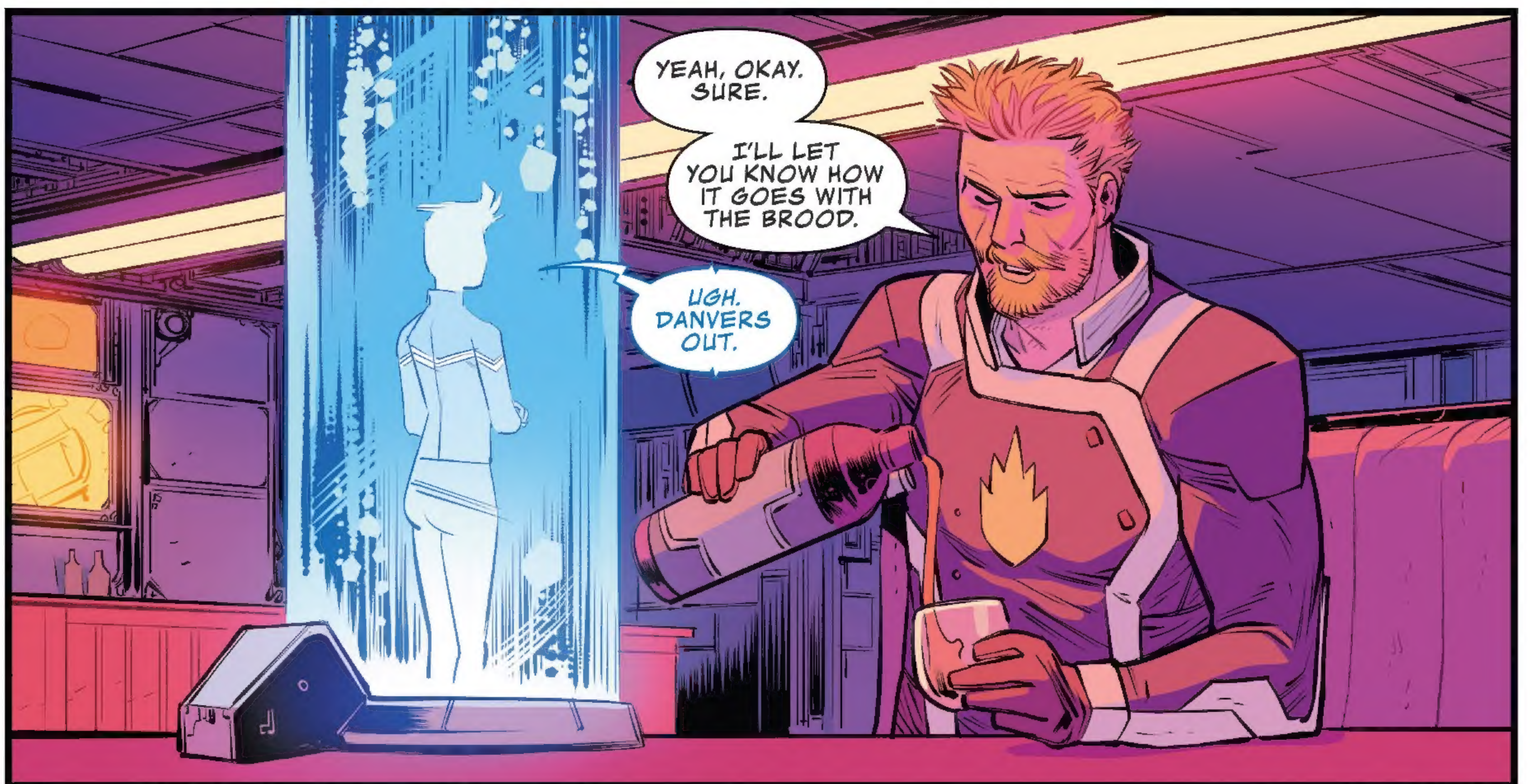
THAT'S BASICALLY ASKING THEM TO STEP BETWEEN A SPEEDING TRAIN AND A TODDLER WITH A MACHINE GUN.

THEY DON'T LIKE US! HELL, MOST OF THEM THINK THAT IN A HUNDRED YEARS, WE'LL BE WORSE THAN THE CHITAUURI!



LOOK, I KNOW WHAT IT'S LIKE--I SPENT YEARS OUT THERE. I'M AWARE WE DON'T HAVE THE BEST REPUTATION. BUT IT'S BAD HERE, PETER. WE NEED A WIN.

JUST... JUST BRING ME SOMETHING. ANYTHING.

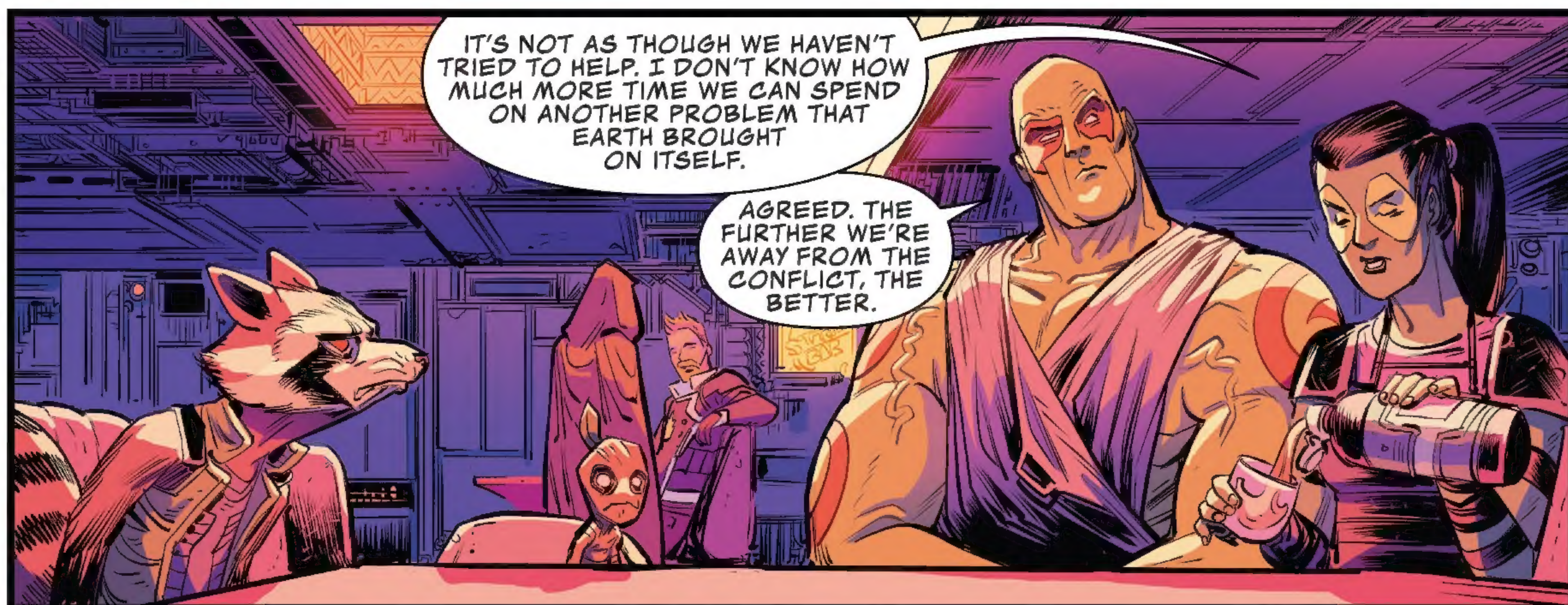
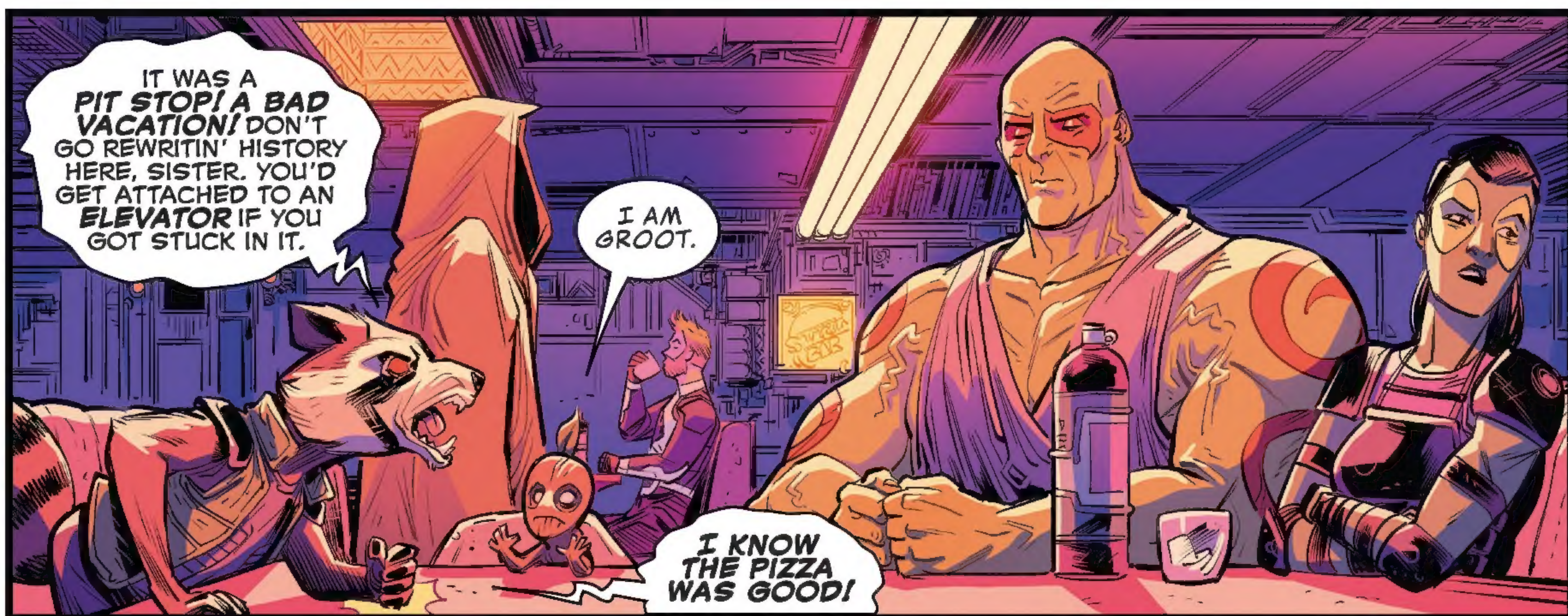
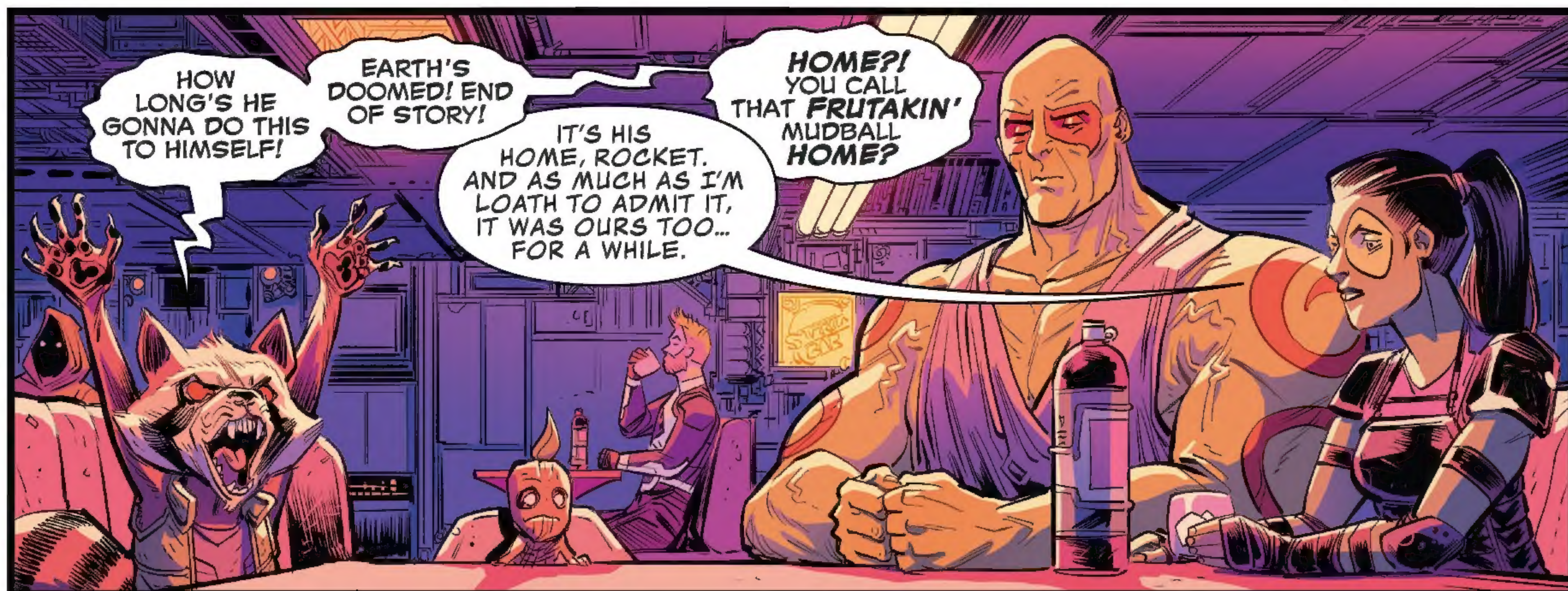


YEAH, OKAY. SURE.

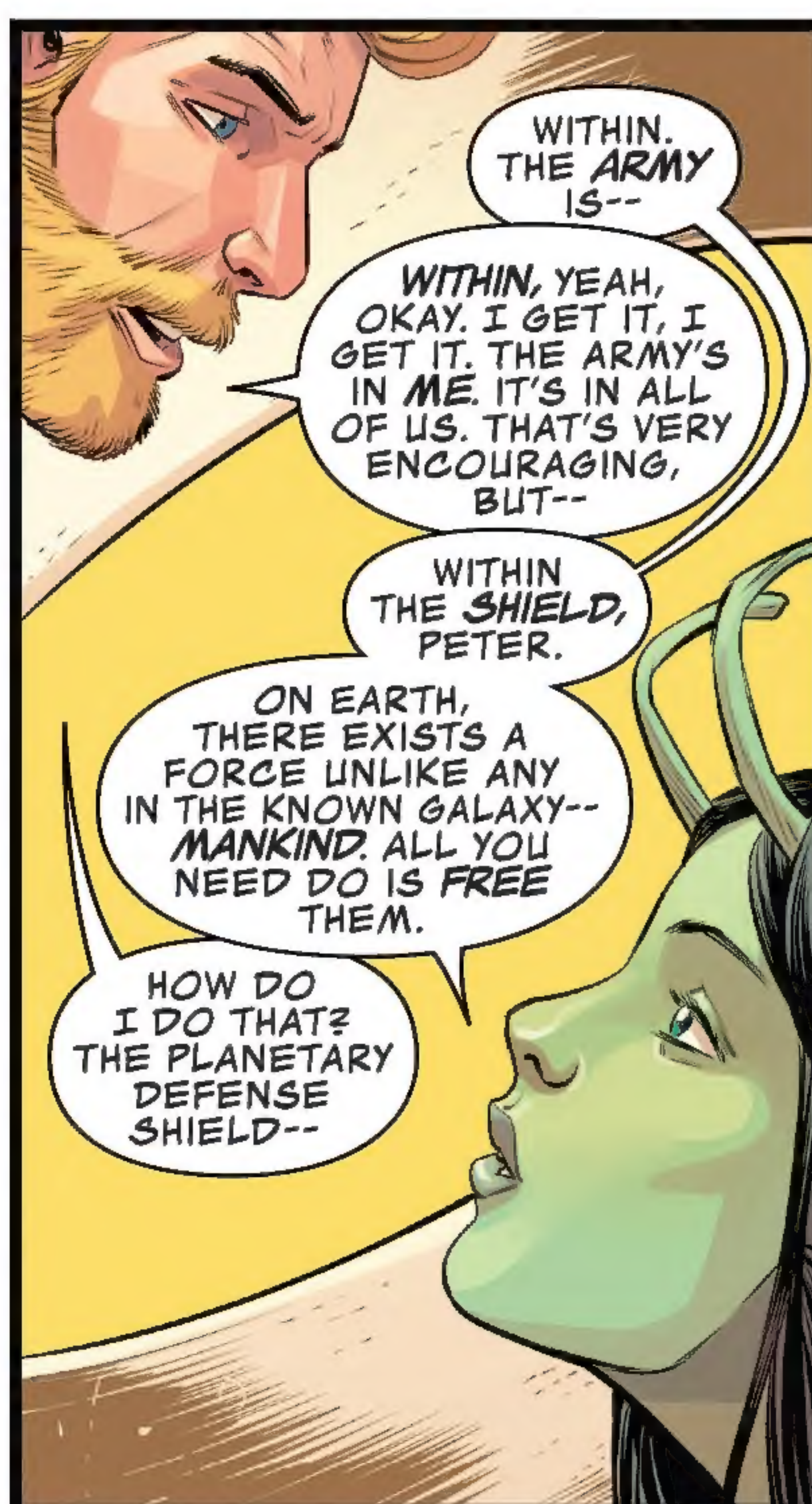
I'LL LET YOU KNOW HOW IT GOES WITH THE BROOD.

UGH. DANVERS OUT.













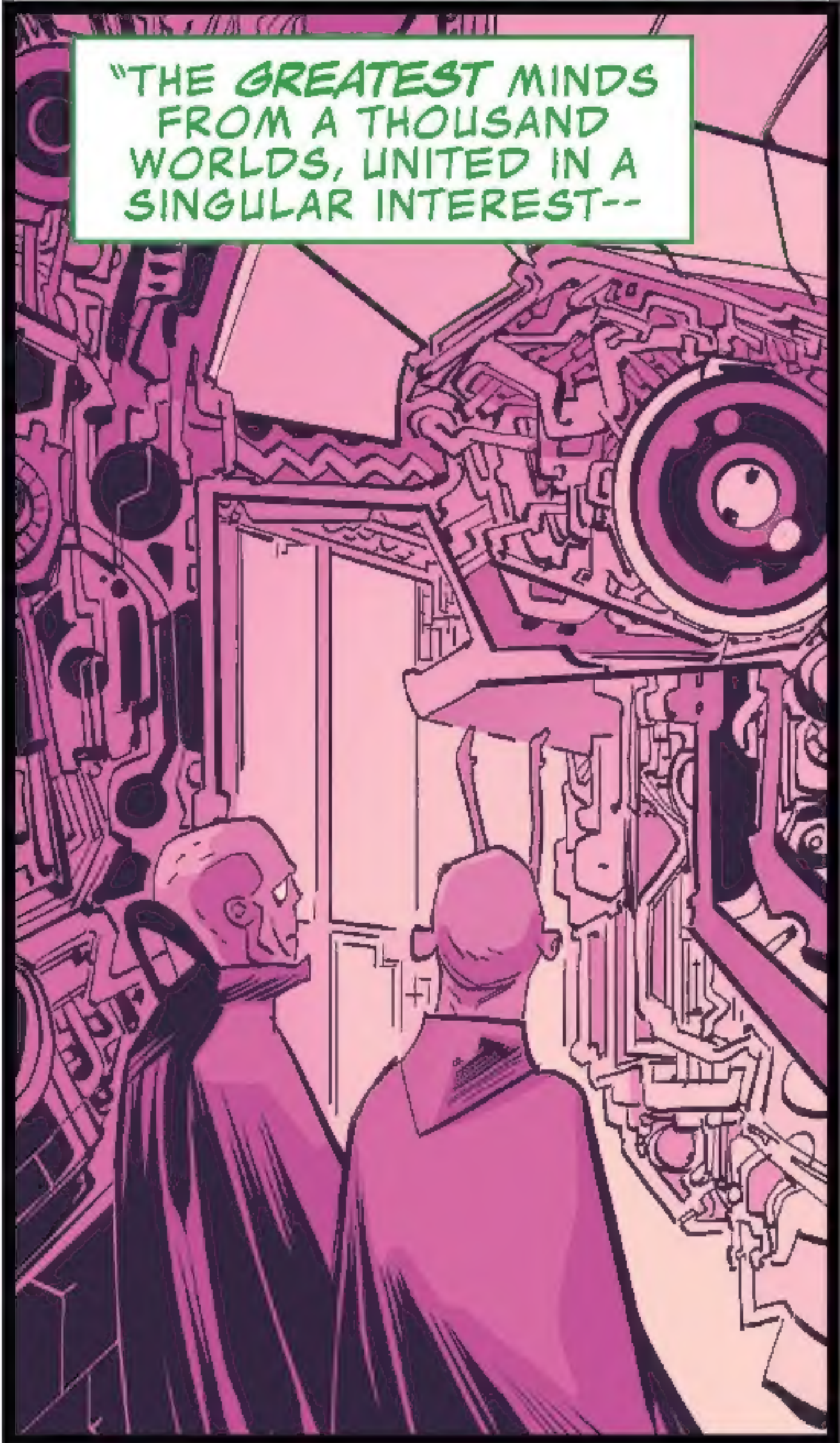
"--GALACTUS.



"IN THE UNIVERSE, THERE EXIST POCKETS DEVOID OF TIME AND SPACE. WEAK SPOTS IN THE FABRIC OF REALITY WHERE THE SEAMS DON'T TOUCH.



"IT WAS THERE THEY GATHERED.



"THE GREATEST MINDS FROM A THOUSAND WORLDS, UNITED IN A SINGULAR INTEREST--



"--THE DEVOURER OF WORLDS.



"THEY FOLLOWED HIS PATH OF DESTRUCTION, OCCASIONALLY FINDING SOMETHING OF INTEREST IN THE ASHES OF DEAD WORLDS.



"BUT FAR TOO OFTEN, THE CONCEPT OF GALACTUS PROVED BEYOND THEIR SCIENTIFIC ACUMEN. AND AFTER EONS CHASING THE COSMIC STORM...

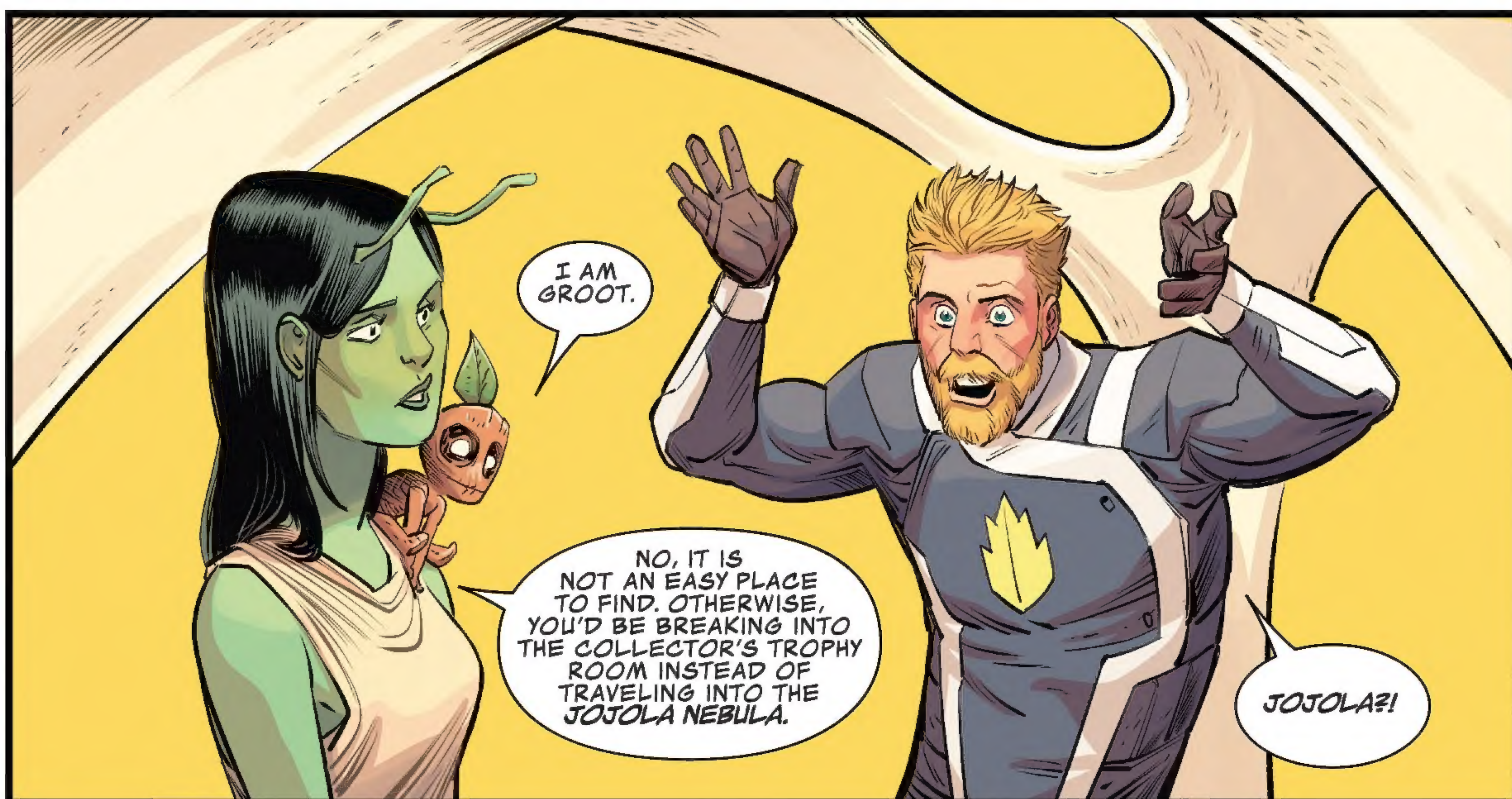


"...ALL THEY HAD TO SHOW FOR IT WAS AN IMPRESSIVE COLLECTION OF WEAPONS AND MACHINES...



"...ALL OF IT TOO BIG FOR THEIR SMALL HANDS."











"--WILL YOU LET HIM?"

HOW LONG WE GONNA WAIT, HUH? QUILL'S BEEN IN THERE FOR OVER AN--

I AM GROOT.

HUSH. YOU CAN'T BE CUTER THAN ME AND SMARTER.

# KNOWHERE DETENTION COMPLEX.

HERE HE COMES.

EVERYBODY IN THE SHIP!

PETER, WHAT'S--

LET'S GET IN THE SKY BEFORE I CHANGE MY MIND-- LET'S GO!

HEY, BOY...

...YOU CAN'T BE RUNNING OFF WITHOUT OL' YONDU, NOW.

I BEEN RELEASED INTO YOUR CUSTODY. I'M YOUR PRISONER.

HOW'S THAT FOR IRONY, HUH?

AAHAHAHAHAHAHA!





WHO IS HE?

YONDU UDONTA. PIRATE. CRIMINAL.



SINGLE.



I AM GROOT.

NO, NO, THAT'S THE OTHER YONDU. HE'S ALL RIGHT. THIS ONE HERE'S A STOOLFLART!

WHEN PETER WAS LOST IN SPACE, YONDU AND HIS CREW, THE RAVAGERS, FOUND HIM. MADE HIM THEIR SLAVE.

HEY, WE SAVED THAT BOY. SO WHAT IF WE MADE HIM CLEAN A FEW TOILETS?



MADE ME WASH MY CLOTHES IN THEM, TOO!



BAH.

YOU WOULDN'T BE HALF THE MAN YOU PRETEND TO BE TODAY IF NOT FOR ME.

LOOK AROUND YOU, BOY--CAPTAIN OF A SHIP, BUNCH A WEIRDOS FOR A CREW. HELL, YOU PRACTICALLY ARE ME.

AND WHAT OF YOUR CREW, YONDU? WHY AREN'T YOU WITH THE RAVAGERS?

BETRAYED ME. LEFT ME FOR DEAD. BUT THAT'S MY BUSINESS...

NOW, SOMEBODY WANNA DESCRIBE WHAT IT LOOKS LIKE OUTSIDE THIS TUB--



# THE JOJOLA NEBULA.



WE  
OUGHTA  
BE GETTIN'  
CLOSE.

I AM  
GROOT.



I AGREE.  
IT IS BEAUTIFUL.  
IF YOU CAN LOOK  
PAST ALL THE  
WRECKED  
SHIPS.

I'M GLAD  
YOU GUYS THINK  
SO 'CAUSE IT'S  
PROBABLY OUR  
NEW HOME.



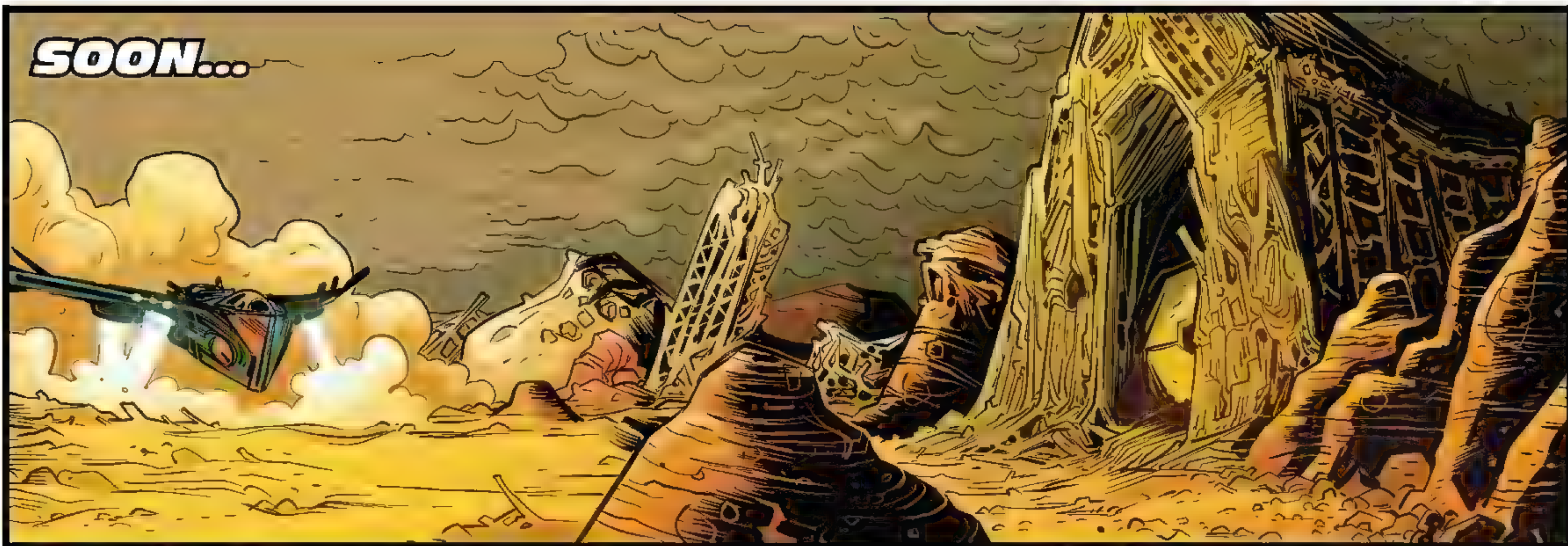
STOP  
WORRYING SO  
MUCH, QUILL. I  
PROMISED MANTIS  
I'D TAKE CARE  
OF Y'ALL.



AND YONDU  
ALWAYS KEEPS  
HIS PROMISES.



**SOON...**



YOU FEEL LIKE THIS IS THE RIGHT PLACE?

AIN'T NO FEEL TO IT. ALPHA CENTAURIANS HAVE A PICTURE PERFECT MEMORY.

YOU LOOK OUT THE WINDOW AND ALL YOU SEE IS A ROILIN' OCEAN OF CHAOS IN SPACE, BUT ME? I CRACKED THE PATTERN, BOY. TOOK DAMN NEAR THREE DAYS, BUT YOU GIVE ME FIVE SECONDS AND I CAN TELL YOU WHERE AND WHEN YOU GOTTA MOVE.

SO HOW 'BOUT YOU GO AHEAD AND MOVE?



I THOUGHT WE CAME HERE FOR STUFF! WHERE'S ARE ALL THE STUFF?

Y'ALL NEED SOMETHING TO TAKE DOWN A PLANET-SIZED ENERGY FIELD. THAT AIN'T SOMETHING WE GONNA JUST STUMBLE ON HERE.

LUCKY FOR Y'ALL, THESE GUYS KEPT REAL GOOD RECORDS.

YEAH, ON REALLY OLD DATABASES--



--THAT NONE OF US KNOW HOW TO ACCESS.

OUT OF THE WAY. LEMME TAKE A LOOK.

HAH! WOULD YOU LOOK AT THAT-- HALF THIS STUFF'S STILL ON!

I AM GROOT.



I DON'T KNOW, MAYBE? THIS IS LITERALLY THE FIRST TIME I'VE BEEN HERE. GO FIND OUT FOR YOURSELF--







BUT DON'T  
**TOUCH**  
ANYTHING!

LITTLE WEED'S GOT A  
GOOD IDEA. THINK I'LL  
HAVE A LOOK AROUND,  
TOO. CALL ME WHEN  
IT'S TIME TO--

LIKE HELL  
YOU WILL. YOU'RE  
MY RESPONSIBILITY,  
AND YOU'RE NOT  
LEAVING MY  
SIGHT.

GROWN  
SOME STONES,  
AIN'TCHA,  
BOY?

YOU DO  
WHATEVER  
YOU NEED TO  
DO, BUT JUST  
REMEMBER...

THERE'S A  
REASON **NOBODY**  
LAYS HANDS  
ON YONDU.



REALLY? NOT EVEN THE  
CONSTABLES BACK  
ON KNOWHERE? I  
GUESS MAYBE YOU JUST  
FELL INTO THAT PRISON  
CELL I PULLED YOU  
OUT OF, THEN?

YOU BEST  
**BACK OFF, QUILL!**  
'FORE I PUT YOU  
ACROSS MY  
KNEE AND--



YOU  
WANNA TRY IT?!  
I'M NOT THAT KID  
ANYMORE,  
YONDU!

QUILL,  
DON'T LET  
HIM--

OUT OF  
THE WAY--HE  
WANTS TO FIGHT,  
LET HIM!

I USED  
TO DREAM ABOUT  
KICKING YOUR ASS...  
BUT SEEING YOU NOW,  
AFTER ALL THESE  
YEARS, IT LOOKS LIKE THE  
UNIVERSE BEAT ME TO IT.



**FOUND  
IT!**



THE  
**"TRANSLUMINAL  
TUNING FORK."**

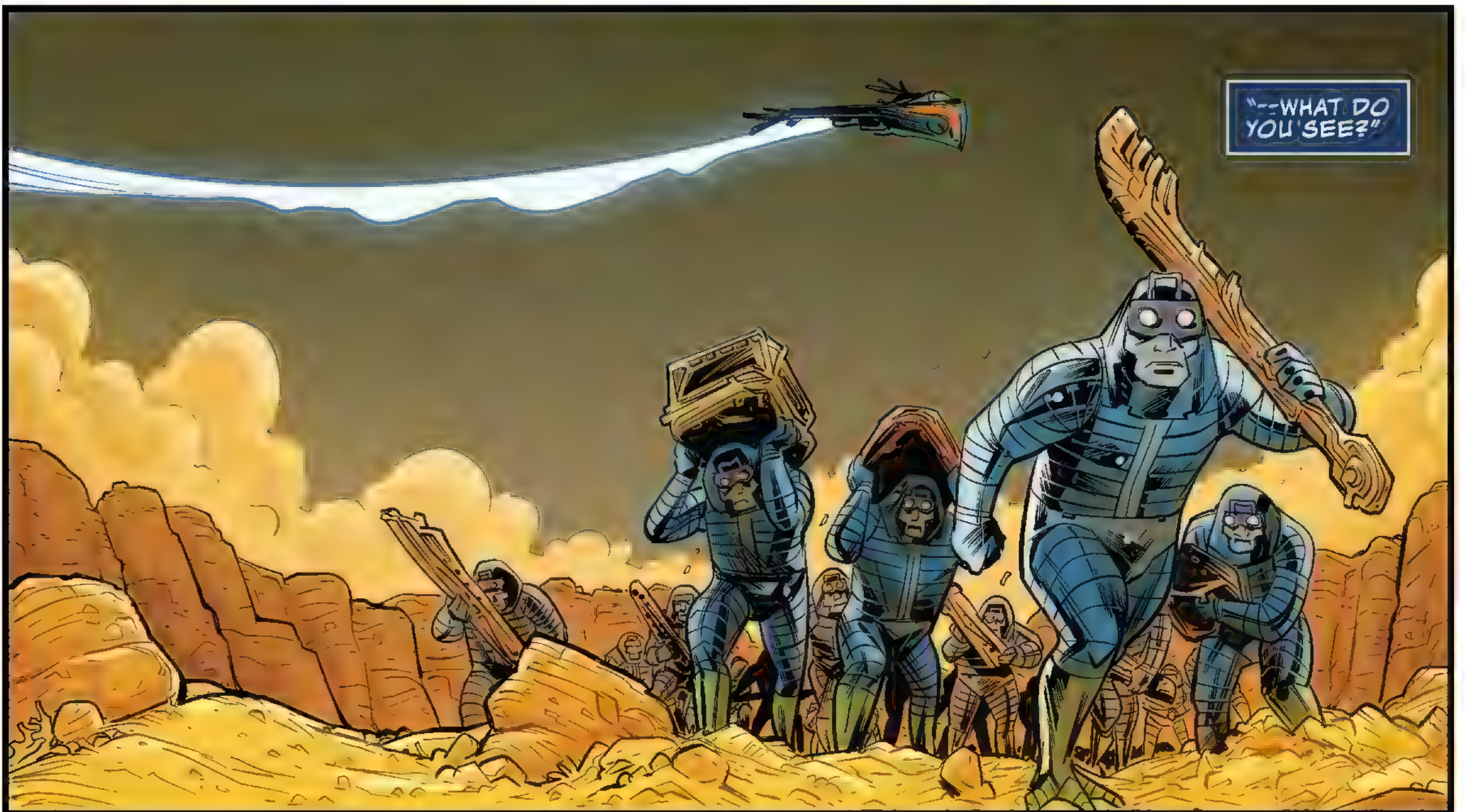
"USED BY  
GALACTUS TO  
DISRUPT THE  
MAGNETIC DEFENSE  
FIELD SURROUNDING  
**LUPHOM II."**

AT LEAST  
THAT'S WHAT  
I THINK IT  
SAYS.

NICE  
WORK,  
ROCKET.

NOW  
WHERE DID  
THEY KEEP THE  
THING?

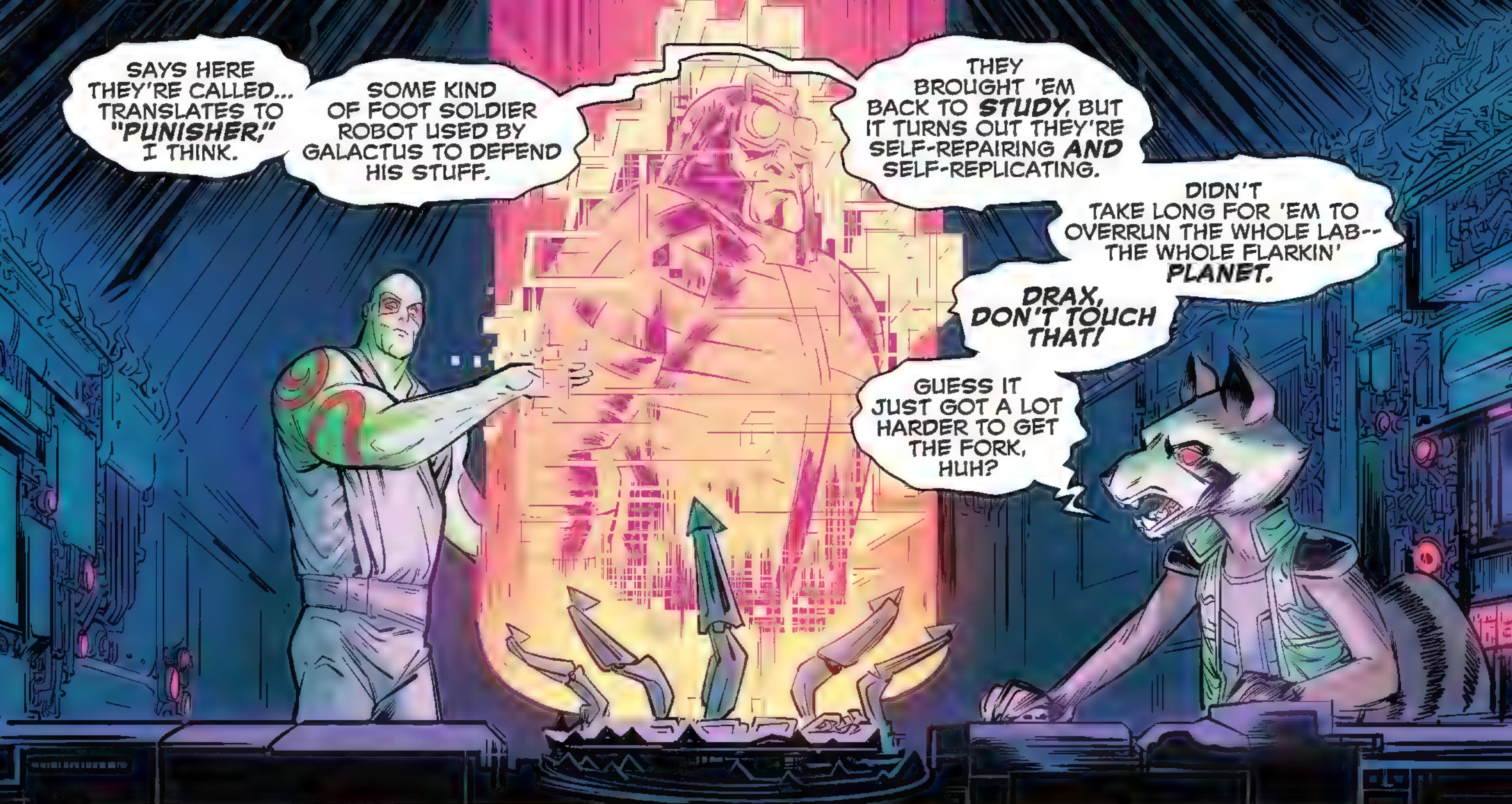












SAYS HERE THEY'RE CALLED... TRANSLATES TO "PUNISHER," I THINK.

SOME KIND OF FOOT SOLDIER ROBOT USED BY GALACTUS TO DEFEND HIS STUFF.

THEY BROUGHT 'EM BACK TO **STUDY**, BUT IT TURNS OUT THEY'RE SELF-REPAIRING AND SELF-REPLICATING.

DIDN'T TAKE LONG FOR 'EM TO OVERRUN THE WHOLE LAB-- THE WHOLE FLARKIN' PLANET.

**DRAX, DON'T TOUCH THAT!**

GUESS IT JUST GOT A LOT HARDER TO GET THE FORK, HUH?

IT CERTAINLY COMPLICATES THINGS. WE'VE GOT NOWHERE NEAR THE FIREPOWER TO DEAL WITH THIS.

WHAT ELSE IS NEW?

WE'RE TAKING THE MILANO DOWN FOR A CLOSER LOOK. ME AND YONDU ARE GONNA TRY AND LURE THEM AWAY LONG ENOUGH FOR GAMORA TO SWOOP IN AND NAB THE THING WITH A TRACTOR BEAM.

SPEAKING OF--YONDU! DID YOU KNOW ABOUT THESE THINGS? WOULD'VE BEEN NICE IF YOU'D MAYBE GIVEN US A LITTLE--



HEADS UP?

CHAK



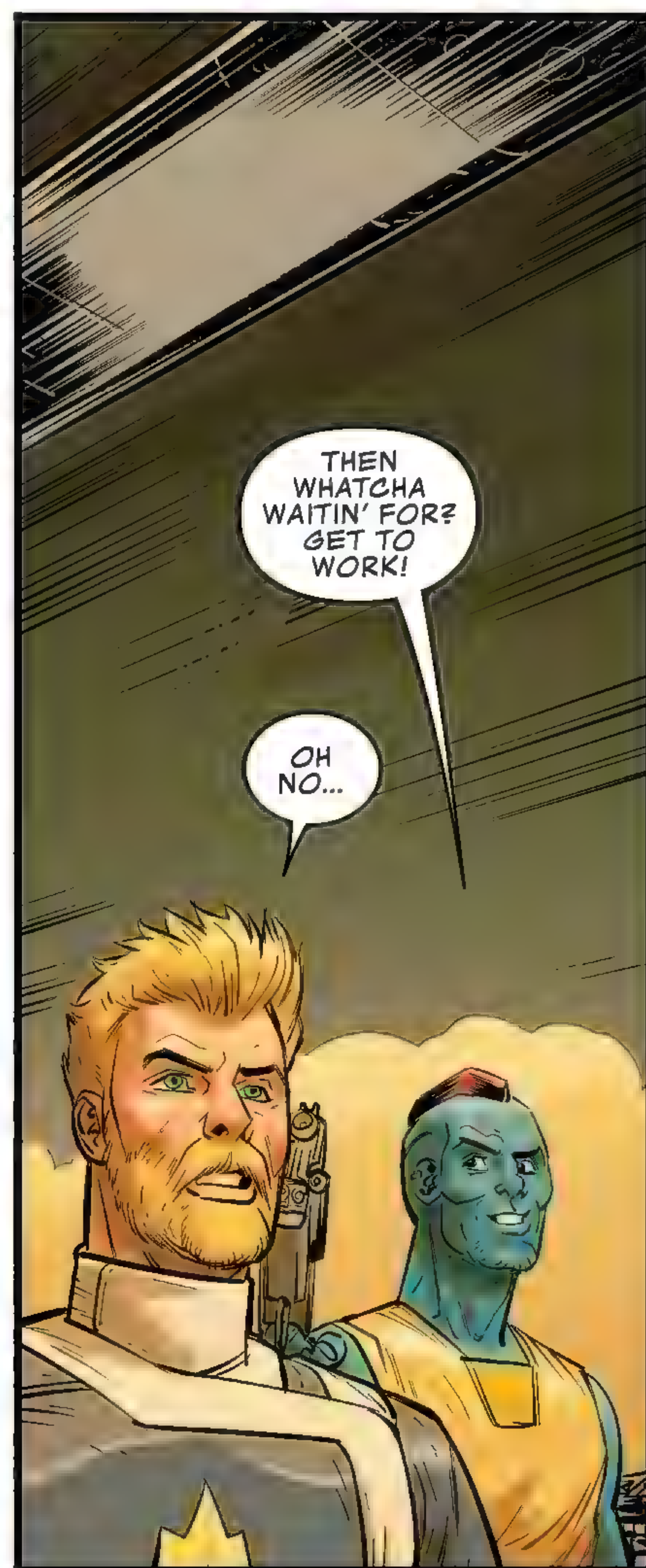
WHAT--?!

EMERGENCY EJECT ACTIVATED.



YONDU!







THIS IS KRAGLIN,  
FIRST OFFICER OF  
THE RAVAGERS. YOU'RE  
OUTGUNNED AND OUTSMARTED,  
AND UNLESS YOU WANT THAT  
LITTLE SHIP OF YOURS  
FIREBALLIN'  
INTO THAT ROCK  
DOWN THERE...

...I  
SUGGEST YOU  
PREPARE TO BE  
BOARDED.



WHAT  
THE HELL  
IS THIS?

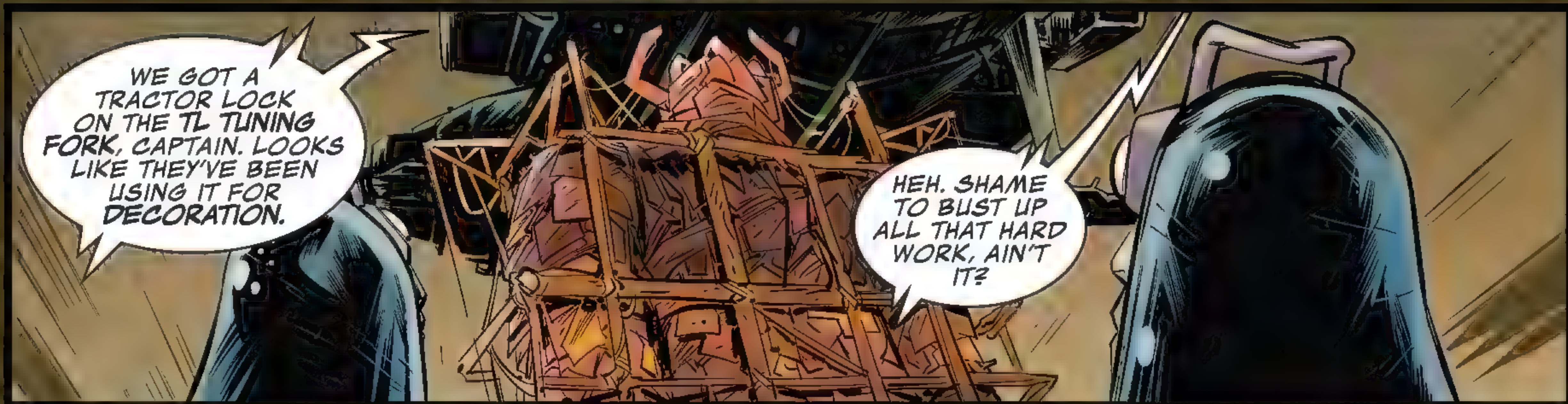
I'M TAKING  
IT ALL. YOU, THE  
SHIP, YOUR BUDDIES...  
AND THE BIG  
FORK.

YOU--WE  
WERE ALREADY  
TRYING TO GET THE  
TUNING FORK!

YEAH, BUT  
WHEN I TAKE IT BACK  
TO EARTH, I AIN'T GONNA  
JUST GIVE IT TO 'EM. I'M  
GONNA SELL IT--AND  
THROW YOU AND YOUR  
CREW IN AS A PACKAGE  
DEAL.











WELCOME ABOARD, CAPTAIN. GOOD TO HAVE YOU BACK.

YOU BOYS REMEMBER PETER, DON'TCHA?

WHO COULD FORGET LITTLE PETER QUILL, THE "LEGENDARY STAR-LORD"?

SAVE IT FOR LATER, KRAGLIN. YOU DO WHAT I TOLD YOU TO?



YESSIR. I SENT THREE OF OUR BEST TO GET THE REST OF THE GUARDIANS.

HEAR THAT, "STAR-LORD"?



I'M GONNA HAVE ME THE WHOLE SET.

YOU THINK I CAN RETIRE AFTER THIS JOB?

THERE ARE BILLIONS OF LIVES AT STAKE HERE, AND YOU'RE TALKING ABOUT A JOB?!



NOT A JOB--THE JOB. I STUMBLED ONTO THIS PLACE ABOUT TWO CYCLES AGO.

TOOK ME HALF THAT LONG TO FIND THE EXIT, BUT I MEMORIZED EVERY STAR ALONG THE WAY.

PLANNED ON COMING BACK WITH THE BOYS TO RAID THE PLACE PROPER-LIKE. THEN I GOT BUSTED ON KNOWHERE.

I STARTED SPREADING THE WORD AROUND ON THE INSIDE I COULD GET THROUGH THE JOJOLA. KNEW IT WAS ONLY A MATTER OF TIME BEFORE SOME SUCKER'D COME ALONG.



AND I COULD NOT HAVE ASKED FOR A BETTER SUCKER THAN YOU, QUILL.

WE SENT OUT A TEAM TO RECOVER THE HALFWORLDER AND THE FLORA COLOSSUS, SIR, BUT, UH, SOME OF THOSE PUNISHERS CAME ABOARD WITH THE FORK, AND--

TH-THEY'RE DISMANTLING THE CARGO BAY, CAPTAIN.



WHAT?! NO! KRAGLIN, YOU IDIOT! I SAID DON'T BRING THOSE THINGS ABOARD THIS SHIP.

DO YOU REMEMBER ME SAYIN' THAT, SON?



"NOW GET THEM BOYS  
BACK HERE BEFORE  
THOSE **ROBOTS** TEAR  
UP MY SHIP!"

**STILL** NO  
RESPONSE FROM  
THE **MILANO**. I THINK  
WE GOTTA GO  
AFTER THEM.

YOU  
GO. I'LL  
STAY HERE  
AND--

AND WHAT,  
DRAX? EARN YOUR  
MERIT BADGE FOR  
**WAITING**? THEY  
COULD BE IN  
BIG--

--WHO ARE WE KIDDING,  
THEY **ARE** IN BIG  
TROUBLE. THEY  
**ALWAYS** ARE.

MY  
DECISION,  
ROCKET.

I'VE  
CHOSEN  
TO MOVE  
AWAY FROM  
A PATH OF  
VIOLENCE.

GOOD  
NEWS FOR  
US, THEN--

--KEEP YER  
PAWS WERE I  
CAN SEE 'EM,  
RAT.

KNOW WHAT  
HAPPENED TO  
THE LAST GUY  
CALLED ME A  
RAT?

I AM--

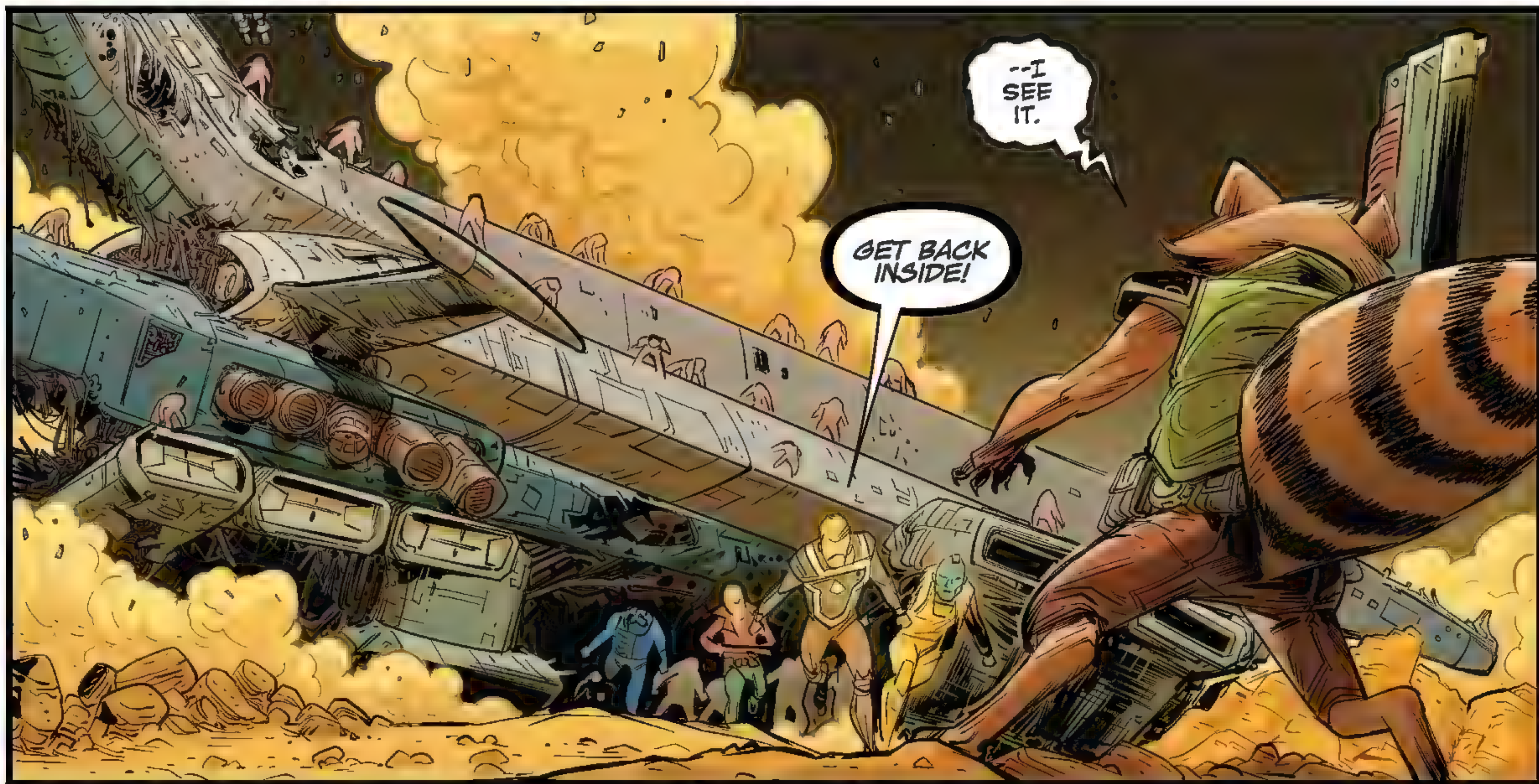
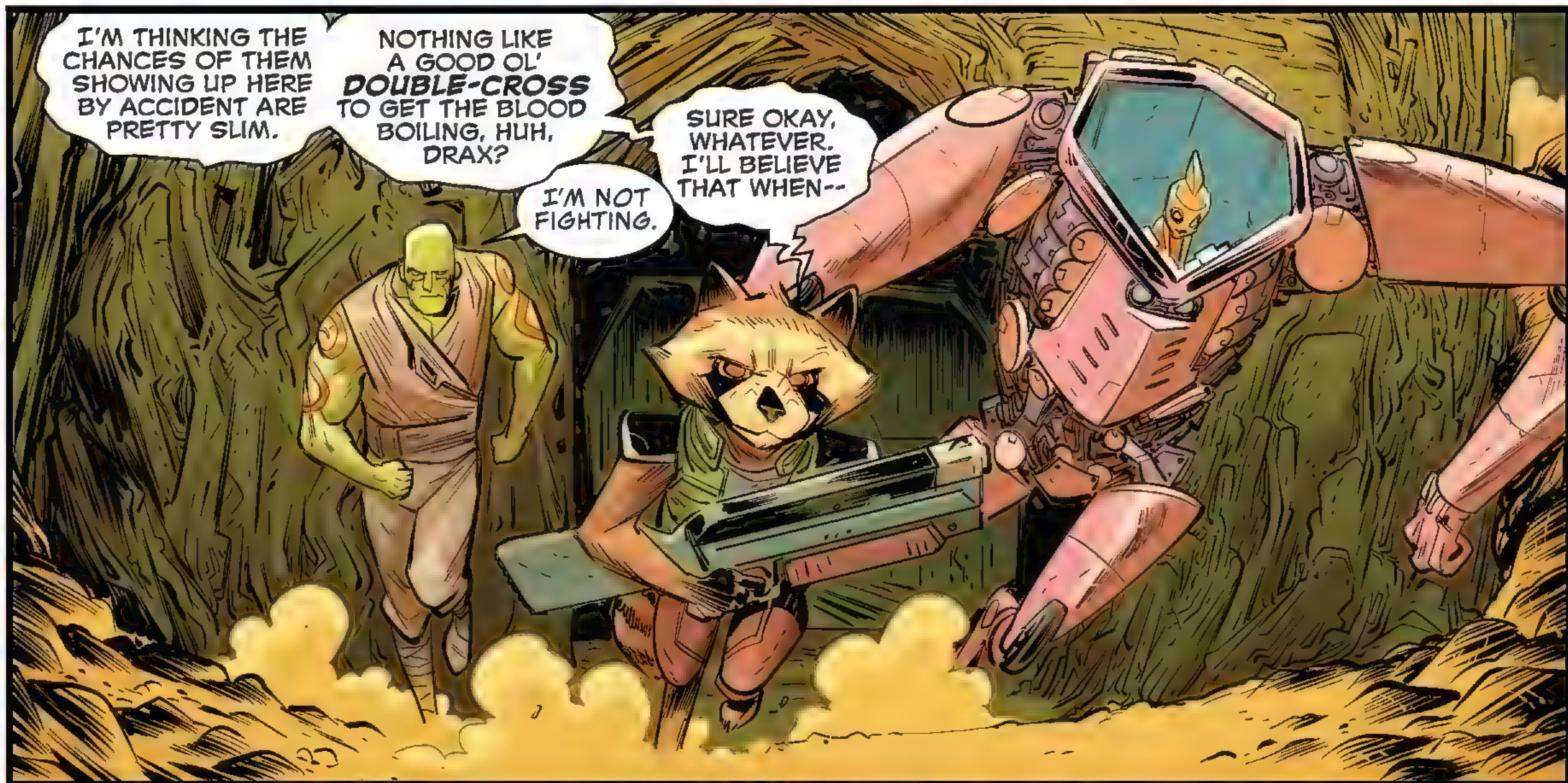
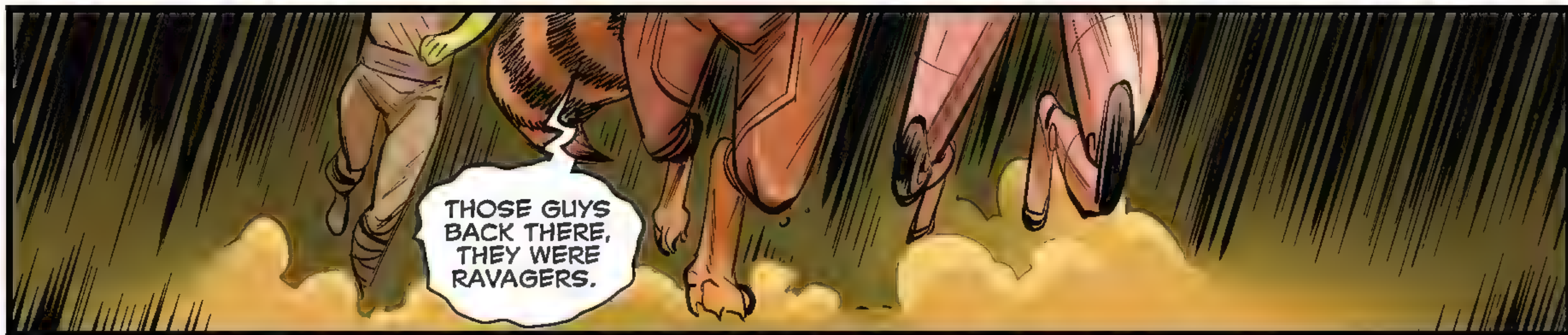
--GROOT!

AT LEAST  
**SOMEBODY**  
AROUND HERE  
DOESN'T MIND  
GETTIN' THEIR  
HANDS  
DIRTY.

APPEALING.

APPALLING.  
I MEANT  
APPALLING!









THOOM



YOU MANIAC!  
GAMORA'S STILL  
OUT THERE!  
MY SHIP,  
TOO!

DRAX! GUYS--  
WE GOTTA FIND  
GAMORA!

I SWEAR,  
IF ANYTHING  
HAPPENS  
TO--  
THERE  
YOU GO  
THREATENING  
ME AGAIN.

NOT THIS  
TIME!

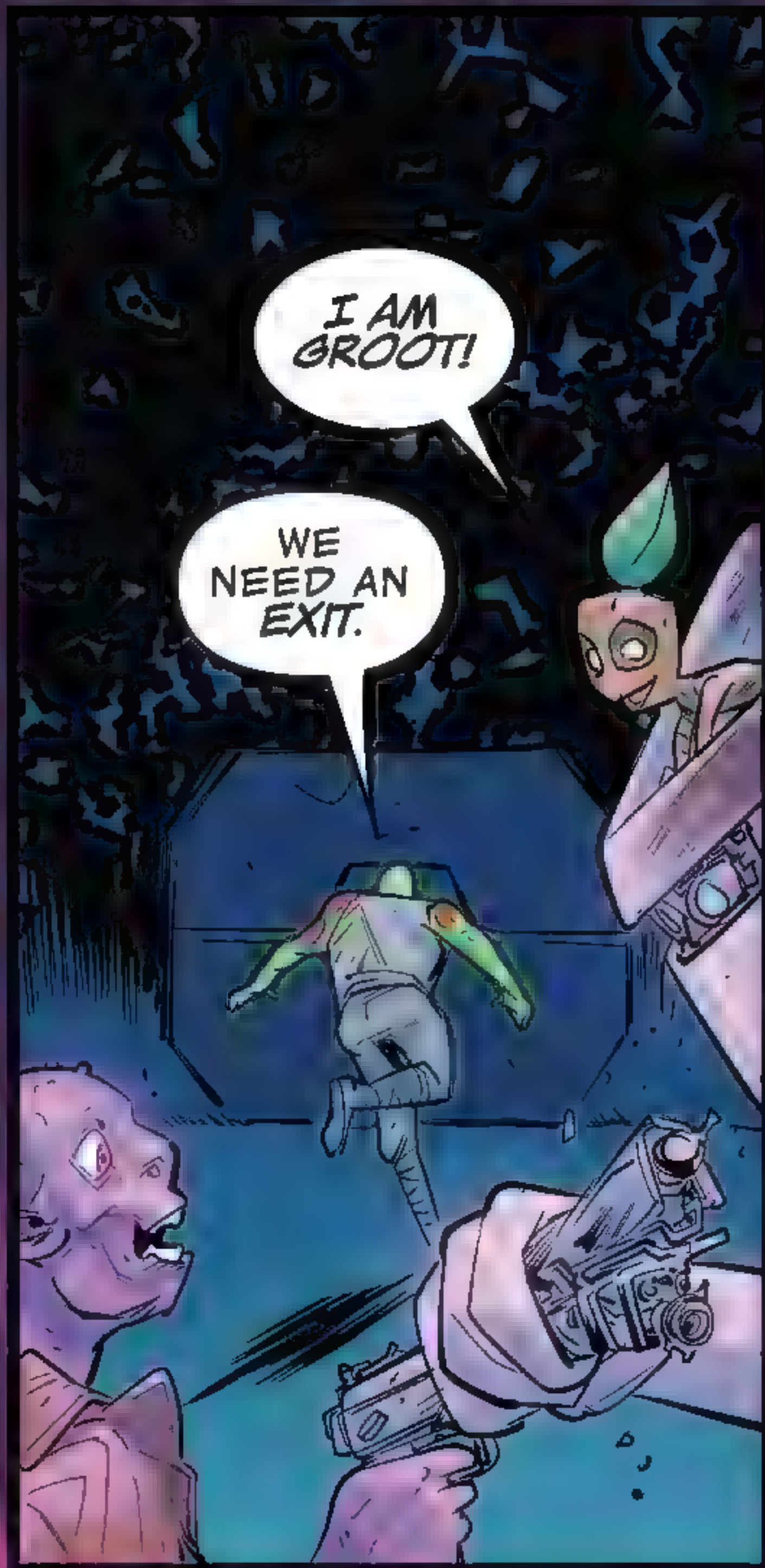
ALL THOSE  
MEMORIZED STARS  
WON'T DO YOU ANY GOOD  
WITHOUT A SHIP. YOU'RE  
STRANDED HERE WITH ME,  
YONDU--YOU'RE FINISHED!





HEY, NOT TO RUIN YOUR BIG MOMENT, BUT WHERE'S OUR SHIP?

THEY TOOK IT ON BOARD! WE GOTTA GET TO IT BEFORE THE PUNISHERS TEAR IT UP!



I AM GROOT!

WE NEED AN EXIT.



DOOR'S STUCK.

WON'T EVEN BUDGE.



I WON'T LET--

OH.



DOWN!

GET DOWN!

WHAT THE--







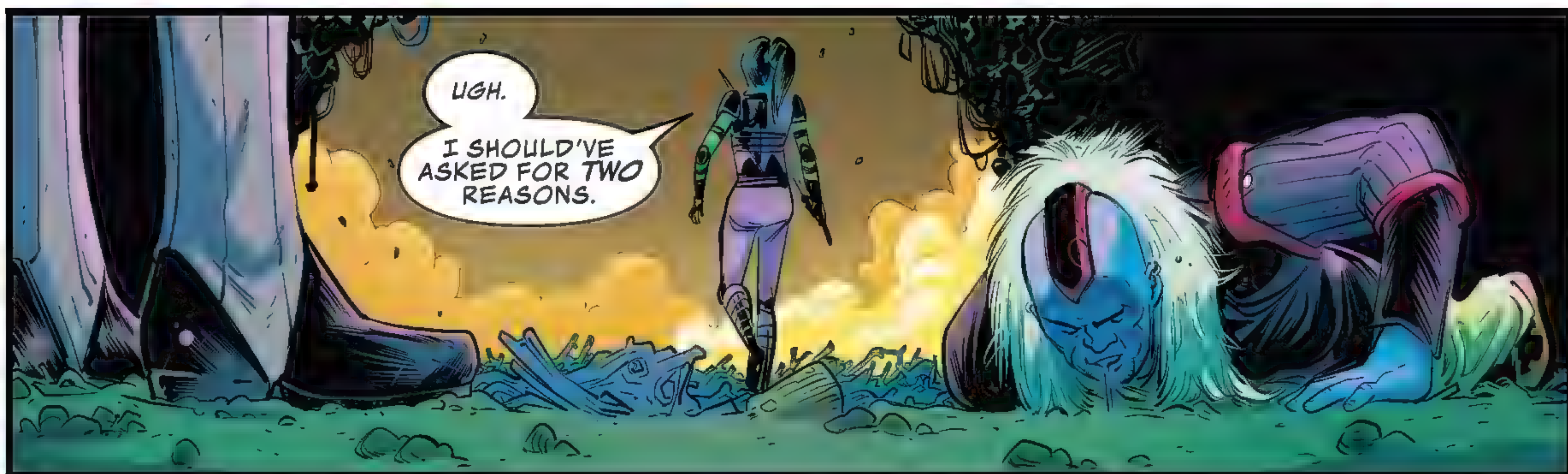
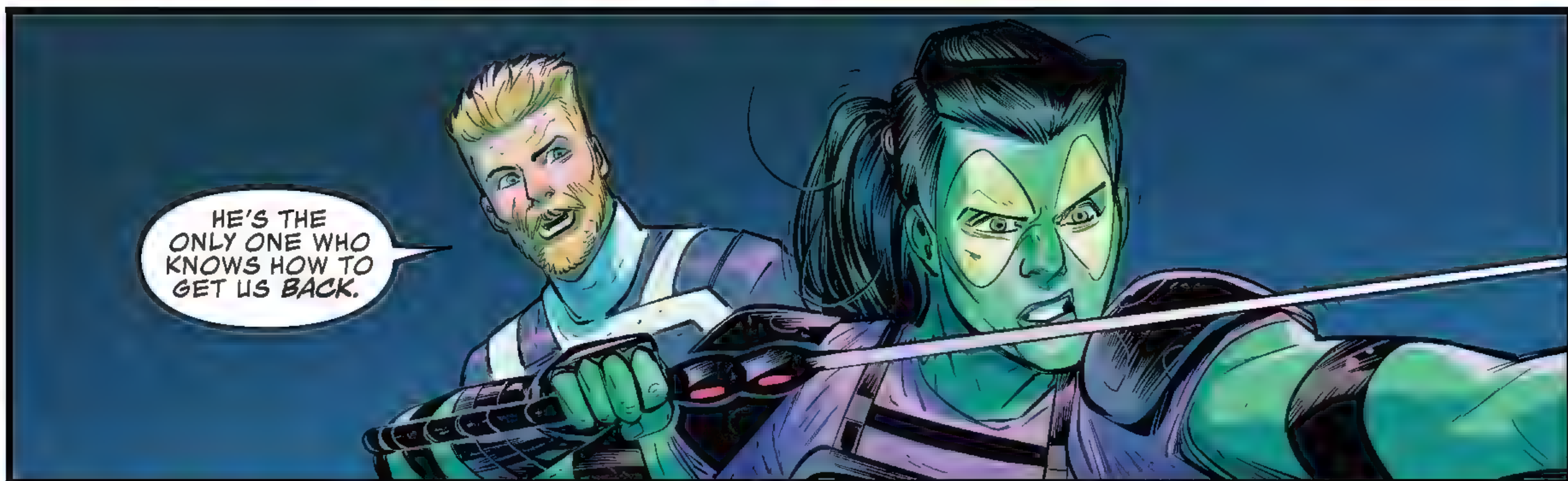
FOUND  
THE  
FORK.

WWWUNNNNG



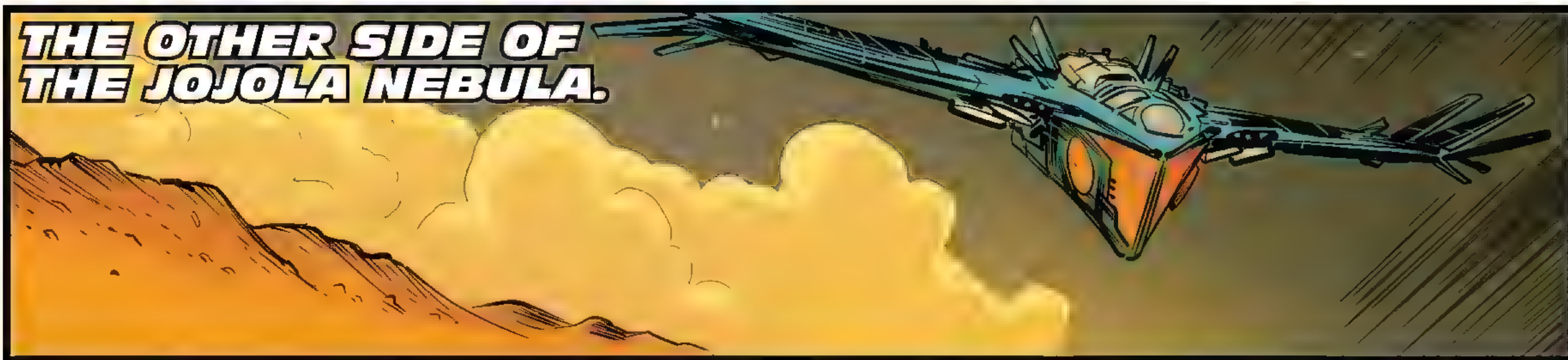
WHERE'S  
YONDU?







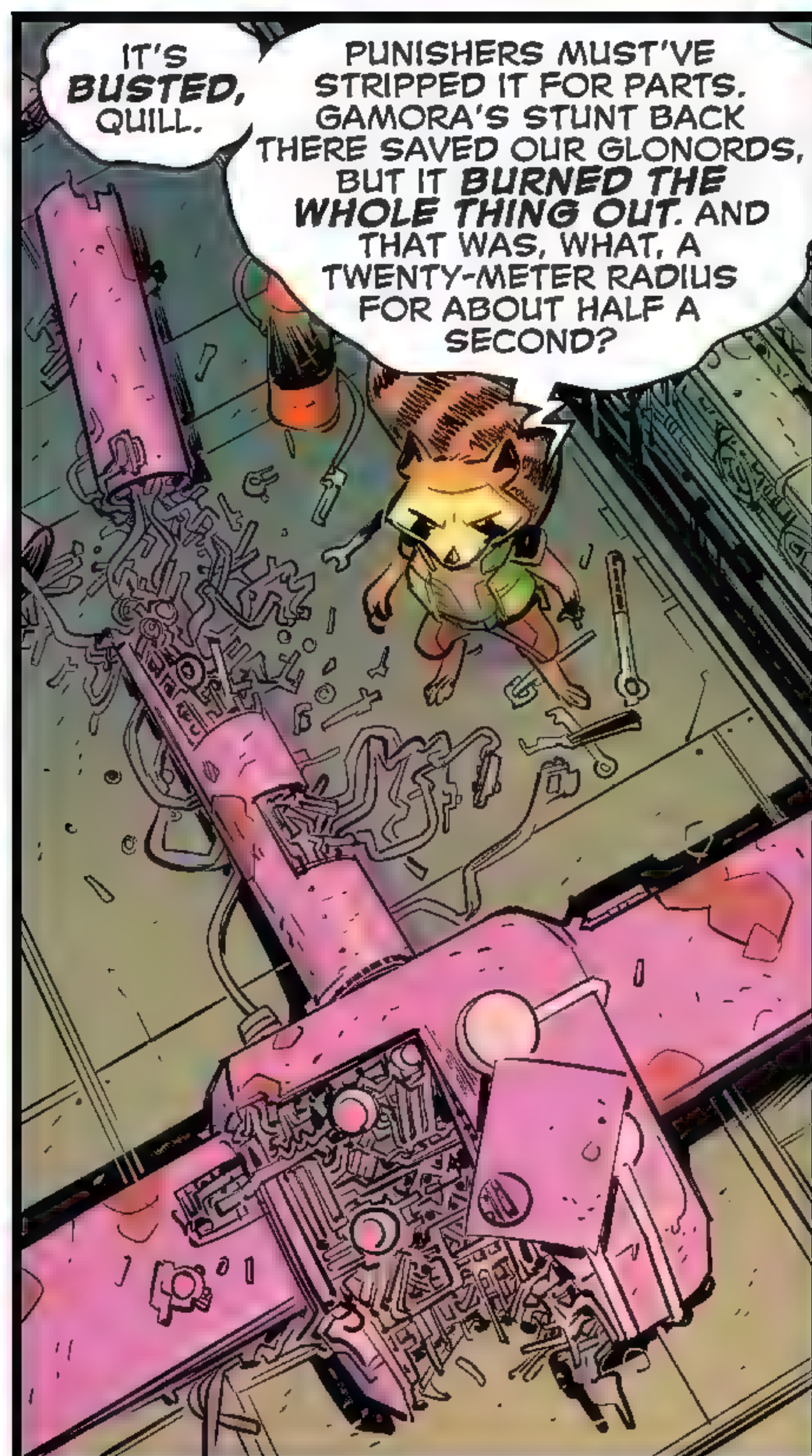
**THE OTHER SIDE OF  
THE JOJOLA NEBULA.**



THERE.  
YOU HAPPY  
NOW, BOY?

I'LL BE A  
LOT HAPPIER WHEN  
WE GET THE **TUNING  
FORK** BACK TO EARTH  
AND TAKE THE  
**SHIELD** DOWN.

YEAH,  
ABOUT  
THAT...



IT'S  
**BUSTED**,  
QUILL.

PUNISHERS MUST'VE  
STRIPPED IT FOR PARTS.  
GAMORA'S STUNT BACK  
THERE SAVED OUR GLONORDS,  
BUT IT **BURNED THE  
WHOLE THING OUT**. AND  
THAT WAS, WHAT, A  
TWENTY-METER RADIUS  
FOR ABOUT HALF A  
SECOND?

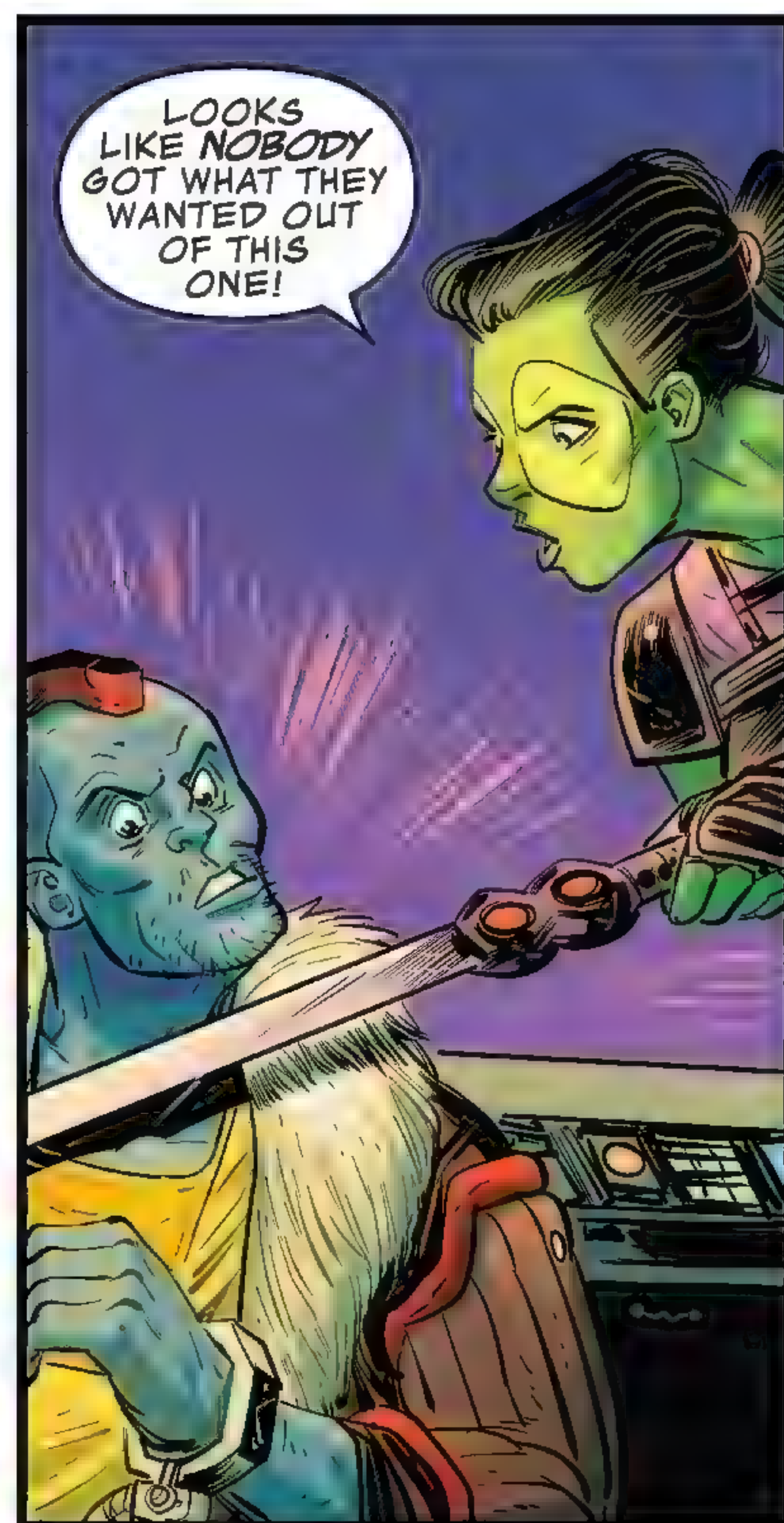


IT WASN'T ENOUGH,  
PETER. IT WAS  
**NEVER** GONNA  
BE ENOUGH.

**THIS WHOLE  
THING WAS A  
FLARKIN' WILD  
KRUTAK  
CHASE.**



AAAAHAHAHAHA!



LOOKS  
LIKE **NOBODY**  
GOT WHAT THEY  
WANTED OUT  
OF THIS  
ONE!





YOU SEEM TO HAVE FORGOTTEN THAT WE NO LONGER NEED YOU ALIVE. I'D REMEMBER THAT NEXT TIME YOU SPEAK.



SO WHAT DO YOU WANT TO DO NOW?

I WANT TO THROW YONDU OUT OF AN AIRLOCK, BUT I GUESS WE'LL DROP HIM BACK OFF AT THE JAIL IN KNOWHERE AND LET HIM BE THEIR PROBLEM FOR A WHILE.

AFTER THAT...



SIGH

I DON'T KNOW. MAYBE YOU WERE RIGHT, GAMORA.

I DON'T KNOW IF THERE'S ANY WAY TO HELP EARTH FROM OUT HERE. AND EVEN IF THERE WAS, WHAT'S THE POINT?

IF THE CHOICE IS BETWEEN A) PLANET OF THE FASCISTS, AND B) A BUFFET FOR THE CHITAUURI, HOW DO WE EVEN DEAL WITH IT?

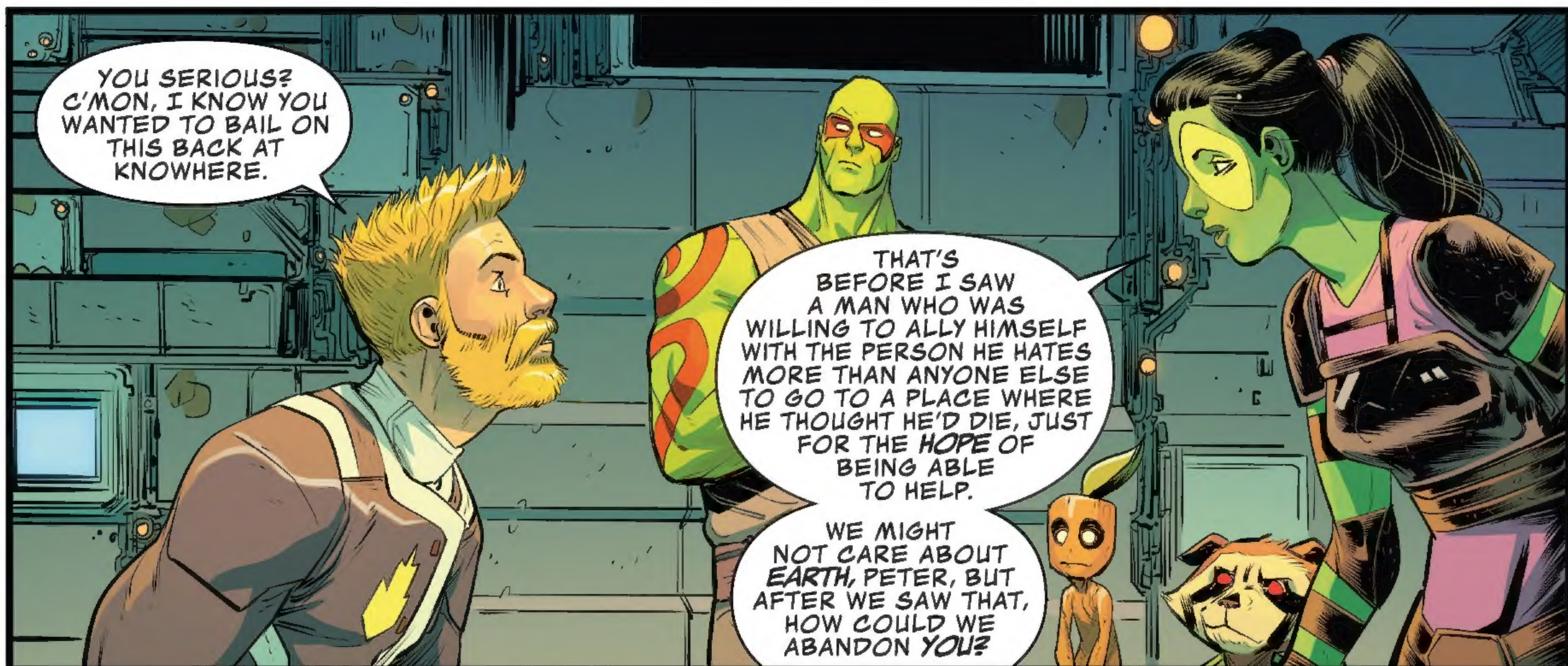
MAYBE IT'S TIME TO MOVE ON. IT'S A BIG GALAXY, I'M SURE SOMEBODY ELSE NEEDS GUARDING.

NO.



WE'RE GOING TO GO BACK TO EARTH AND TAKE DOWN THAT SHIELD.







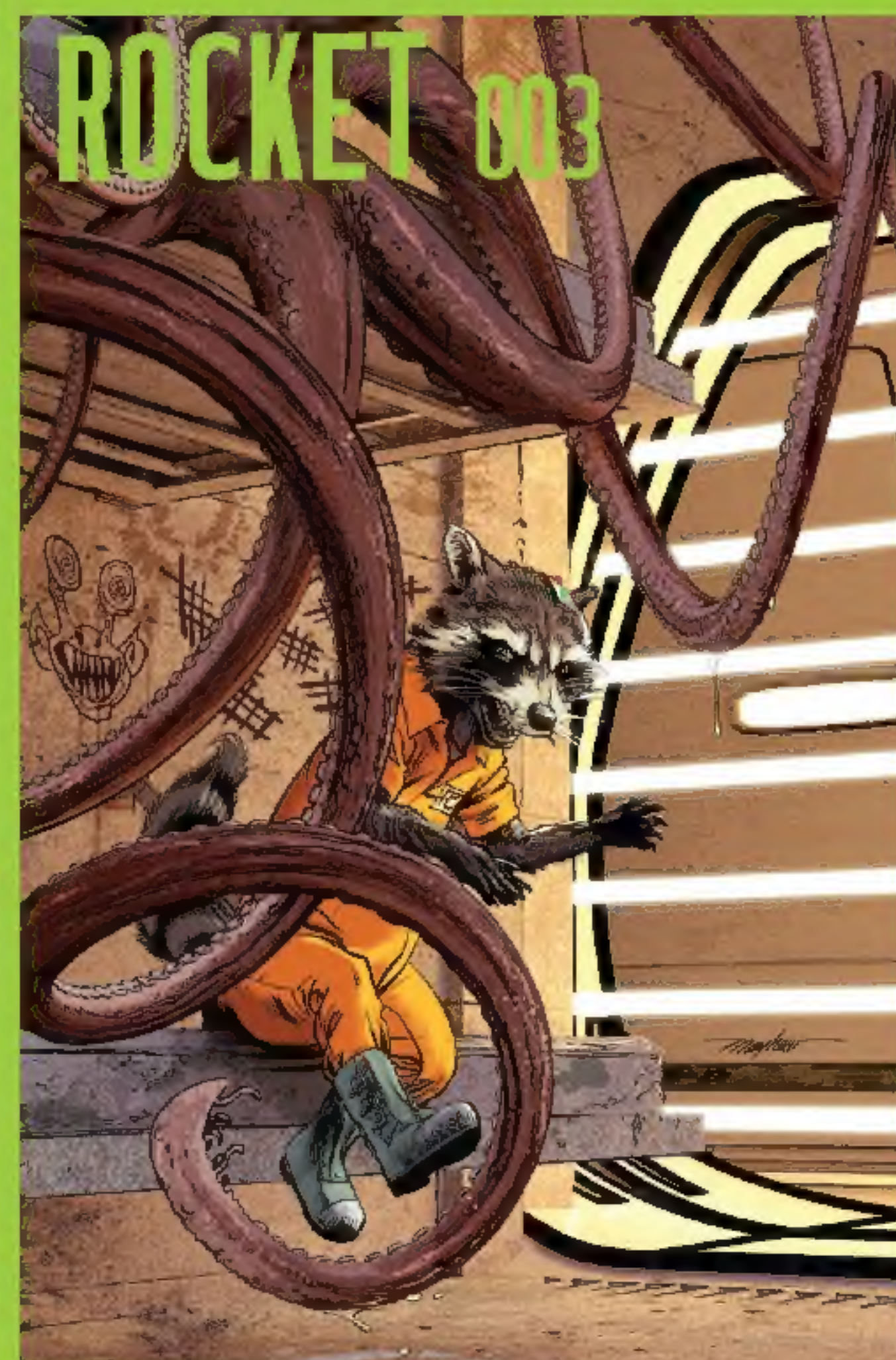
# Next

## ISSUE 005



ALSO FROM MARVEL'S  
GALACTIC REALM...

ROCKET 003



I AM GROOT 002



ALL-NEW GUARDIANS OF THE GALAXY  
006



© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. [WWW.MARVEL.COM](http://WWW.MARVEL.COM)



